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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

180 JAMAICA CORP.,

Debtor.

EIN: 13-3847630

Chapter 11

Case No. 13-13602

In re:

AMBOY BUS CO., INC.,

Debtor.

EIN: 11-2502369

Chapter 11

Case No. 13-13593

<p>In re:</p> <p>ATLANTIC ESCORTS, INC.,</p> <p>Debtor.</p> <p>EIN: 52-2458870</p>	<p>Chapter 11</p> <p>Case No. 13-13607</p>
<p>In re:</p> <p>ATLANTIC EXPRESS COACHWAYS, INC.,</p> <p>Debtor.</p> <p>EIN: 22-2982867</p>	<p>Chapter 11</p> <p>Case No. 13-13612</p>
<p>In re:</p> <p>ATLANTIC EXPRESS NEW ENGLAND, INC.,</p> <p>Debtor.</p> <p>EIN: 04-3464060</p>	<p>Chapter 11</p> <p>Case No. 13-13615</p>
<p>In re:</p> <p>ATLANTIC EXPRESS OF CALIFORNIA, INC.,</p> <p>Debtor.</p> <p>EIN: 95-4735595</p>	<p>Chapter 11</p> <p>Case No. 13-13618</p>

<p>In re:</p> <p>ATLANTIC EXPRESS OF ILLINOIS, INC.,</p> <p>Debtor.</p> <p>EIN: 36-4285759</p>	<p>Chapter 11</p> <p>Case No. 13-13621</p>
<p>In re:</p> <p>ATLANTIC EXPRESS OF L.A., INC.,</p> <p>Debtor.</p> <p>EIN: 95-4631639</p>	<p>Chapter 11</p> <p>Case No. 13-13626</p>
<p>In re:</p> <p>ATLANTIC EXPRESS OF MISSOURI, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3823116</p>	<p>Chapter 11</p> <p>Case No. 13-13592</p>
<p>In re:</p> <p>ATLANTIC EXPRESS OF NEW JERSEY, INC.,</p> <p>Debtor.</p> <p>EIN: 22-3618504</p>	<p>Chapter 11</p> <p>Case No. 13-13595</p>

<p>In re:</p> <p>ATLANTIC EXPRESS OF PENNSYLVANIA, INC.,</p> <p>Debtor.</p> <p>EIN: 23-2920330</p>	<p>Chapter 11</p> <p>Case No. 13-13601</p>
<p>In re:</p> <p>ATLANTIC EXPRESS TRANSPORTATION CORP.,</p> <p>Debtor.</p> <p>EIN: 13-3924567</p>	<p>Chapter 11</p> <p>Case No. 13-13598</p>
<p>In re:</p> <p>ATLANTIC QUEENS BUS CORP.,</p> <p>Debtor.</p> <p>EIN: 13-4010276</p>	<p>Chapter 11</p> <p>Case No. 13-13604</p>
<p>In re:</p> <p>ATLANTIC PARATRANS OF NYC, INC.,</p> <p>Debtor.</p> <p>EIN: 13-4201114</p>	<p>Chapter 11</p> <p>Case No. 13-13606</p>

<p>In re:</p> <p>ATLANTIC PARATRANS, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3563789</p>	<p>Chapter 11</p> <p>Case No. 13-13611</p>
<p>In re:</p> <p>ATLANTIC TRANSIT, CORP.,</p> <p>Debtor.</p> <p>EIN: 13-4047142</p>	<p>Chapter 11</p> <p>Case No. 13-13614</p>
<p>In re:</p> <p>ATLANTIC-HUDSON, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3625121</p>	<p>Chapter 11</p> <p>Case No. 13-13617</p>
<p>In re:</p> <p>BLOCK 7932, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3903439</p>	<p>Chapter 11</p> <p>Case No. 13-13623</p>

<p>In re:</p> <p>BROOKFIELD TRANSIT INC.,</p> <p>Debtor.</p> <p>EIN: 13-3768247</p>	<p>Chapter 11</p> <p>Case No. 13-13625</p>
<p>In re:</p> <p>COURTESY BUS CO., INC.,</p> <p>Debtor.</p> <p>EIN: 13-2975239</p>	<p>Chapter 11</p> <p>Case No. 13-13596</p>
<p>In re:</p> <p>FIORE BUS SERVICE, INC.,</p> <p>Debtor.</p> <p>EIN: 04-2321233</p>	<p>Chapter 11</p> <p>Case No. 13-13599</p>
<p>In re:</p> <p>GROOM TRANSPORTATION, INC.,</p> <p>Debtor.</p> <p>EIN: 04-3157208</p>	<p>Chapter 11</p> <p>Case No. 13-13605</p>

<p>In re:</p> <p>G.V.D. LEASING CO., INC.,</p> <p>Debtor.</p> <p>EIN: 13-2990595</p>	<p>Chapter 11</p> <p>Case No. 13-13609</p>
<p>In re:</p> <p>JAMES MCCARTHY LIMO SERVICES, INC.,</p> <p>Debtor.</p> <p>EIN: 04-2538592</p>	<p>Chapter 11</p> <p>Case No. 13-13616</p>
<p>In re:</p> <p>JERSEY BUSINESS LAND CO., INC.,</p> <p>Debtor.</p> <p>EIN: 22-3553850</p>	<p>Chapter 11</p> <p>Case No. 13-13620</p>
<p>In re:</p> <p>K. CORR, INC.,</p> <p>Debtor.</p> <p>EIN: 11-2574233</p>	<p>Chapter 11</p> <p>Case No. 13-13624</p>

<p>In re:</p> <p>MERIT TRANSPORTATION CORP.,</p> <p>Debtor.</p> <p>EIN: 13-3768248</p>	<p>Chapter 11</p> <p>Case No. 13-13628</p>
<p>In re:</p> <p>METRO AFFILIATES, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3330142</p>	<p>Chapter 11</p> <p>Case No. 13-13591</p>
<p>In re:</p> <p>METROPOLITAN ESCORT SERVICE, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3129197</p>	<p>Chapter 11</p> <p>Case No. 13-13630</p>
<p>In re:</p> <p>MIDWAY LEASING, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3137793</p>	<p>Chapter 11</p> <p>Case No. 13-13631</p>

<p>In re:</p> <p>R. FIORE BUS SERVICE, INC.,</p> <p>Debtor.</p> <p>EIN: 04-2523609</p>	<p>Chapter 11</p> <p>Case No. 13-13594</p>
<p>In re:</p> <p>RAYBERN BUS SERVICE, INC.,</p> <p>Debtor.</p> <p>EIN: 11-1739412</p>	<p>Chapter 11</p> <p>Case No. 13-13597</p>
<p>In re:</p> <p>RAYBERN CAPITAL CORP.,</p> <p>Debtor.</p> <p>EIN: 11-2556990</p>	<p>Chapter 11</p> <p>Case No. 13-13600</p>
<p>In re:</p> <p>RAYBERN EQUITY CORP.,</p> <p>Debtor.</p> <p>EIN: 11-2543830</p>	<p>Chapter 11</p> <p>Case No. 13-13603</p>

<p>In re:</p> <p>ROBERT L. MCCARTHY & SON, INC.,</p> <p>Debtor.</p> <p>EIN: 04-2464617</p>	<p>Chapter 11</p> <p>Case No. 13-13608</p>
<p>In re:</p> <p>STATEN ISLAND BUS, INC.,</p> <p>Debtor.</p> <p>EIN: 13-2616818</p>	<p>Chapter 11</p> <p>Case No. 13-13610</p>
<p>In re:</p> <p>TEMPORARY TRANSIT SERVICE, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3240973</p>	<p>Chapter 11</p> <p>Case No. 13-13613</p>
<p>In re:</p> <p>ATLANTIC EXPRESS OF UPSTATE NEW YORK INC.,</p> <p>Debtor.</p> <p>EIN: 16-1421570</p>	<p>Chapter 11</p> <p>Case No. 13-13619</p>

In re:

TRANSCOMM, INC.,

Debtor.

EIN: 04-2694493

Chapter 11

Case No. 13-13622

In re:

WINSALE, INC.,

Debtor.

EIN: 22-3052710

Chapter 11

Case No. 13-13627

**DEBTORS' MOTION FOR ENTRY OF AN ORDER DIRECTING
JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

The above-captioned debtors and debtors in possession (collectively, the “*Debtors*”) seek entry of an order, substantially in the form attached hereto as **Exhibit A** directing joint administration of their related chapter 11 cases. In support of this motion, the Debtors submit the Declaration of Nathan Schlenker Pursuant to Local Bankruptcy Rule 1007-2 in Support of First Day Pleadings (the “*Schlenker Declaration*”).

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The bases for the relief requested herein are section 101(2) of title 11 of the United States Code (the “*Bankruptcy Code*”) and Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”).

BACKGROUND

A. General Background

3. On the date hereof (the “*Petition Date*”), each of the Debtors filed a petition with this Court under chapter 11 of the Bankruptcy Code.

4. The Debtors are operating their business and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code and, by this motion, are seeking consolidation for procedural purposes only and joint administration of these chapter 11 cases.

5. No official committee of unsecured creditors, nor any trustee or examiner, has been appointed in these cases.

6. A description of the Debtors’ business and the reasons for filing these chapter 11 cases is set forth in the Schlenker Declaration filed contemporaneously herewith and incorporated by reference as if fully set forth herein.

B. Specific Background

7. The Debtors in these chapter 11 cases include Metro Affiliates, Inc. and thirty-nine (39) of its direct and indirect affiliates. The organizational structure of the Debtors is set forth in **Exhibit A** to the Schlenker Declaration.

RELIEF REQUESTED

8. By this motion, and pursuant to section 101(2) of the Bankruptcy Code and Bankruptcy Rule 1015, the Debtors seek entry of an order directing joint administration of these chapter 11 cases and consolidation for procedural purposes only.

SUPPORTING AUTHORITY

9. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). The Debtors are “affiliates” of each other as such term is defined in section 101(2) of the Bankruptcy Code. 11 U.S.C. § 101(2). Therefore, this Court is authorized to consolidate the Debtors’ chapter 11 cases for procedural purposes.

10. Here, joint administration of these cases will allow the Debtors to avoid the preparation, filing and service of duplicative notices, applications and orders in each of their respective dockets, thereby saving the Court, the Debtors and other parties in interest substantial time and expense. Moreover, the requested relief will not adversely affect parties’ rights, as the motion requests only administrative, and not substantive, consolidation of the Debtors’ estates. In fact, the reduced costs that will result from the joint administration of these chapter 11 cases will inure to the benefit of all of the Debtors’ stakeholders. Therefore, joint administration of the chapter 11 cases is warranted and will ease the administrative burden on the Court and the parties.

11. Accordingly, the Debtors respectfully request that the Court make separate docket entries in each of the Debtors' chapter 11 cases (other than that of Metro Affiliates, Inc.), substantially similar to the following:

An order has been entered in this case that has consolidated this case with that of Metro Affiliates, Inc., Case No. 13-13591 for procedural purposes only and providing for its joint administration in accordance with the terms thereof. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 13- 13591.

12. The Debtors also request that the caption of their chapter 11 cases to be used by all parties in all pleadings and notices in the jointly administered cases be as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	Chapter 11
)	
In re:)	Case No. 13-13591
)	
METRO AFFILIATES, INC., <i>et al.</i> ,*)	Jointly Administered
)	
Debtors.)	
)	

* The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number, are: 180 Jamaica Corp. (7630); Amboy Bus Co., Inc. (2369); Atlantic Escorts, Inc. (8870); Atlantic Express Coachways, Inc. (2867); Atlantic Express New England, Inc. (4060); Atlantic Express of California, Inc. (5595); Atlantic Express of Illinois, Inc. (5759); Atlantic Express of LA, Inc. (1639); Atlantic Express of Missouri, Inc. (3116); Atlantic Express of New Jersey, Inc. (8504); Atlantic Express of Pennsylvania, Inc. (0330); Atlantic Express Transportation Corp. (4567); Atlantic Queens Bus Corp. (0276); Atlantic Paratrans of NYC, Inc. (1114); Atlantic Paratrans, Inc. (3789); Atlantic Transit, Corp. (7142); Atlantic-Hudson, Inc. (5121); Block 7932, Inc. (3439); Brookfield Transit, Inc. (8247); Courtesy Bus Co., Inc. (5239); Fiore Bus Service, Inc. (1233); Groom Transportation, Inc. (7208); G.V.D. Leasing, Inc. (0595); James McCarty Limo Services, Inc. (8592); Jersey Business Land Co. Inc. (3850); K. Corr, Inc. (4233); Merit Transportation Corp. (8248); Metro Affiliates, Inc. (0142); Metropolitan Escort Service, Inc. (9197); Midway Leasing, Inc. (7793); R. Fiore Bus Service, Inc. (3609); Raybern Bus Service, Inc. (9412); Raybern Capital Corp. (6990); Raybern Equity Corp. (3830); Robert L. McCarthy & Son, Inc. (4617); Staten Island Bus, Inc. (6818); Temporary Transit Service, Inc. (0973); Atlantic Express of Upstate New York Inc. (1570); Transcomm, Inc. (4493); and Winsale, Inc. (2710). The Debtors' service address at Metro Affiliates, Inc.'s corporate headquarters is 7 North Street, Staten Island, NY 10302.

13. The Debtors also seek a waiver of the requirements of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002(n), which require the case caption on pleadings and notices in all cases to contain the name, tax identification number and address of each debtor and any names used by each debtor in the previous eight years. As an alternative to including this information in the caption, the Debtors propose to include the above footnote in the caption of each pleading and notice. This footnote includes a list of the Debtors in these chapter 11 cases and the last four digits of their employer identification numbers along with the address of Metro Affiliates, Inc.'s corporate headquarters. Given that all case-specific information for each Debtor is included in the petition filed by each Debtor, which are all publicly available, the Debtors submit that the policies behind the requirements of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002 are satisfied by the above proposed caption. Based on the foregoing, the Debtors submit that the relief requested herein is necessary, appropriate and in the best interests of their estates and should be granted.

14. The Debtors, with the assistance of their proposed claims and noticing agent, Kurtzman Carson Consultants, LLC ("**KCC**"), seek permission to maintain one service list which will be regularly updated and filed with the Court. The Debtors shall file a consolidated monthly operating report, but shall track disbursements on a debtor-by-debtor basis and, shall list such disbursements on a debtor-by-debtor basis. The Debtors shall pay any fees due to the United States Trustee for Region 2 (the "**U.S. Trustee**") on a debtor-by-debtor basis.

15. Courts in this District regularly grant relief similar to that requested herein. *See, e.g., In re Atari Inc.*, No. 13-10176 (Bankr. S.D.N.Y. Jan. 24, 2013), ECF No. 27; *In re Residential Capital, LLC*, No. 12-12020 (Bankr. S.D.N.Y. May 14, 2012), ECF No. 59; *In re*

Eastman Kodak Co., No. 12-10202 (Bankr. S.D.N.Y. Jan. 19, 2012), ECF No. 42; *In re AMR Co.*, No. 11-15463 (Bankr. S.D.N.Y. Nov. 29, 2011), ECF No. 46.

NOTICE

16. The Debtors have provided notice of this Motion to: (i) the Office of the United States Trustee for Region 2; (ii) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (iii) counsel to Wells Fargo Bank, National Association, the agent under the Debtors' prepetition and postpetition credit facilities; (iv) counsel to certain holders of the Debtors' 10.5% Senior Secured Notes due 2017; (v) counsel to The Bank of New York Mellon, as indenture trustee for the Debtors' 10.5% Senior Secured Notes due 2017; (vi) the Internal Revenue Service; (vii) the Securities and Exchange Commission; and (viii) the United States Attorney for the Southern District of New York.

17. In the event that the Court grants the relief requested by this motion, the Debtors shall provide notice of the entry of the order granting such relief upon each of the foregoing parties and any other parties in interest as the Court directs. The Debtors respectfully submit that such notice is sufficient and that no further notice need be given.

NO PRIOR REQUEST

18. No previous request for the relief sought in this motion has been made to this or any other court in connection with these chapter 11 cases.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court (a) enter an order directing joint administration of these chapter 11 cases, and (b) grant such other further relief the Court may deem just and appropriate.

New York, NY

Dated: November 4, 2013

/s/ Rachel Ehrlich Albanese

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EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

180 JAMAICA CORP.,

Debtor.

EIN: 13-3847630

Chapter 11

Case No. 13-13602

In re:

AMBOY BUS CO., INC.,

Debtor.

EIN: 11-2502369

Chapter 11

Case No. 13-13593

In re:

ATLANTIC ESCORTS, INC.,

Debtor.

EIN: 52-2458870

Chapter 11

Case No. 13-13607

<p>In re:</p> <p>ATLANTIC EXPRESS COACHWAYS, INC.,</p> <p>Debtor.</p> <p>EIN: 22-2982867</p>	<p>Chapter 11</p> <p>Case No. 13-13612</p>
<p>In re:</p> <p>ATLANTIC EXPRESS NEW ENGLAND, INC.,</p> <p>Debtor.</p> <p>EIN: 04-3464060</p>	<p>Chapter 11</p> <p>Case No. 13-13615</p>
<p>In re:</p> <p>ATLANTIC EXPRESS OF CALIFORNIA, INC.,</p> <p>Debtor.</p> <p>EIN: 95-4735595</p>	<p>Chapter 11</p> <p>Case No. 13-13618</p>
<p>In re:</p> <p>ATLANTIC EXPRESS OF ILLINOIS, INC.,</p> <p>Debtor.</p> <p>EIN: 36-4285759</p>	<p>Chapter 11</p> <p>Case No. 13-13621</p>

<p>In re:</p> <p>ATLANTIC EXPRESS OF L.A., INC.,</p> <p>Debtor.</p> <p>EIN: 95-4631639</p>	<p>Chapter 11</p> <p>Case No. 13-13626</p>
<p>In re:</p> <p>ATLANTIC EXPRESS OF MISSOURI, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3823116</p>	<p>Chapter 11</p> <p>Case No. 13-13592</p>
<p>In re:</p> <p>ATLANTIC EXPRESS OF NEW JERSEY, INC.,</p> <p>Debtor.</p> <p>EIN: 22-3618504</p>	<p>Chapter 11</p> <p>Case No. 13-13595</p>
<p>In re:</p> <p>ATLANTIC EXPRESS OF PENNSYLVANIA, INC.,</p> <p>Debtor.</p> <p>EIN: 23-2920330</p>	<p>Chapter 11</p> <p>Case No. 13-13601</p>

<p>In re:</p> <p>ATLANTIC EXPRESS TRANSPORTATION CORP.,</p> <p>Debtor.</p> <p>EIN: 13-3924567</p>	<p>Chapter 11</p> <p>Case No. 13-13598</p>
<p>In re:</p> <p>ATLANTIC QUEENS BUS CORP.,</p> <p>Debtor.</p> <p>EIN: 13-4010276</p>	<p>Chapter 11</p> <p>Case No. 13-13604</p>
<p>In re:</p> <p>ATLANTIC PARATRANS OF NYC, INC.,</p> <p>Debtor.</p> <p>EIN: 13-4201114</p>	<p>Chapter 11</p> <p>Case No. 13-13606</p>
<p>In re:</p> <p>ATLANTIC PARATRANS, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3563789</p>	<p>Chapter 11</p> <p>Case No. 13-13611</p>

<p>In re:</p> <p>ATLANTIC TRANSIT, CORP.,</p> <p>Debtor.</p> <p>EIN: 13-4047142</p>	<p>Chapter 11</p> <p>Case No. 13-13614</p>
<p>In re:</p> <p>ATLANTIC-HUDSON, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3625121</p>	<p>Chapter 11</p> <p>Case No. 13-13617</p>
<p>In re:</p> <p>BLOCK 7932, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3903439</p>	<p>Chapter 11</p> <p>Case No. 13-13623</p>
<p>In re:</p> <p>BROOKFIELD TRANSIT INC.,</p> <p>Debtor.</p> <p>EIN: 13-3768247</p>	<p>Chapter 11</p> <p>Case No. 13-13625</p>

<p>In re:</p> <p>COURTESY BUS CO., INC.,</p> <p>Debtor.</p> <p>EIN: 13-2975239</p>	<p>Chapter 11</p> <p>Case No. 13-13596</p>
<p>In re:</p> <p>FIORE BUS SERVICE, INC.,</p> <p>Debtor.</p> <p>EIN: 04-2321233</p>	<p>Chapter 11</p> <p>Case No. 13-13599</p>
<p>In re:</p> <p>GROOM TRANSPORTATION, INC.,</p> <p>Debtor.</p> <p>EIN: 04-3157208</p>	<p>Chapter 11</p> <p>Case No. 13-13605</p>
<p>In re:</p> <p>G.V.D. LEASING CO., INC.,</p> <p>Debtor.</p> <p>EIN: 13-2990595</p>	<p>Chapter 11</p> <p>Case No. 13-13609</p>

<p>In re:</p> <p>JAMES MCCARTHY LIMO SERVICES, INC.,</p> <p>Debtor.</p> <p>EIN: 04-2538592</p>	<p>Chapter 11</p> <p>Case No. 13-13616</p>
<p>In re:</p> <p>JERSEY BUSINESS LAND CO., INC.,</p> <p>Debtor.</p> <p>EIN: 22-3553850</p>	<p>Chapter 11</p> <p>Case No. 13-13620</p>
<p>In re:</p> <p>K. CORR, INC.,</p> <p>Debtor.</p> <p>EIN: 11-2574233</p>	<p>Chapter 11</p> <p>Case No. 13-13624</p>
<p>In re:</p> <p>MERIT TRANSPORTATION CORP.,</p> <p>Debtor.</p> <p>EIN: 13-3768248</p>	<p>Chapter 11</p> <p>Case No. 13-13628</p>

<p>In re:</p> <p>METRO AFFILIATES, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3330142</p>	<p>Chapter 11</p> <p>Case No. 13-13591</p>
<p>In re:</p> <p>METROPOLITAN ESCORT SERVICE, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3129197</p>	<p>Chapter 11</p> <p>Case No. 13-13630</p>
<p>In re:</p> <p>MIDWAY LEASING, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3137793</p>	<p>Chapter 11</p> <p>Case No. 13-13631</p>
<p>In re:</p> <p>R. FIORE BUS SERVICE, INC.,</p> <p>Debtor.</p> <p>EIN: 04-2523609</p>	<p>Chapter 11</p> <p>Case No. 13-13594</p>

<p>In re:</p> <p>RAYBERN BUS SERVICE, INC.,</p> <p>Debtor.</p> <p>EIN: 11-1739412</p>	<p>Chapter 11</p> <p>Case No. 13-13597</p>
<p>In re:</p> <p>RAYBERN CAPITAL CORP.,</p> <p>Debtor.</p> <p>EIN: 11-2556990</p>	<p>Chapter 11</p> <p>Case No. 13-13600</p>
<p>In re:</p> <p>RAYBERN EQUITY CORP.,</p> <p>Debtor.</p> <p>EIN: 11-2543830</p>	<p>Chapter 11</p> <p>Case No. 13-13603</p>
<p>In re:</p> <p>ROBERT L. MCCARTHY & SON, INC.,</p> <p>Debtor.</p> <p>EIN: 04-2464617</p>	<p>Chapter 11</p> <p>Case No. 13-13608</p>

<p>In re:</p> <p>STATEN ISLAND BUS, INC.,</p> <p>Debtor.</p> <p>EIN: 13-2616818</p>	<p>Chapter 11</p> <p>Case No. 13-13610</p>
<p>In re:</p> <p>TEMPORARY TRANSIT SERVICE, INC.,</p> <p>Debtor.</p> <p>EIN: 13-3240973</p>	<p>Chapter 11</p> <p>Case No. 13-13613</p>
<p>In re:</p> <p>ATLANTIC EXPRESS OF UPSTATE NEW YORK INC.,</p> <p>Debtor.</p> <p>EIN: 16-1421570</p>	<p>Chapter 11</p> <p>Case No. 13-13619</p>
<p>In re:</p> <p>TRANSCOMM, INC.,</p> <p>Debtor.</p> <p>EIN: 04-2694493</p>	<p>Chapter 11</p> <p>Case No. 13-13622</p>

In re:

WINSALE, INC.,

Debtor.

EIN: 22-3052710

Chapter 11

Case No. 13-13627

ORDER DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES

Upon the motion (the “*Motion*”)¹ of the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”) for entry of an order directing joint administration of the Debtors’ related chapter 11 cases; and upon the Schlenker Declaration; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue appearing proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion appearing to be adequate and appropriate under the circumstances; and this Court having determined that the legal and factual bases set forth in the Motion and at the hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Motion is granted as set forth herein.

¹ Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Motion.

2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 13-13591, the case number for Metro Affiliates, Inc.

3. The caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	Chapter 11
)	
In re:)	Case No. 13-13591
)	
METRO AFFILIATES, INC., <i>et al.</i> ,*)	Jointly Administered
)	
Debtors.)	
)	

* The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer identification number, are: 180 Jamaica Corp. (7630); Amboy Bus Co., Inc. (2369); Atlantic Escorts, Inc. (8870); Atlantic Express Coachways, Inc. (2867); Atlantic Express New England, Inc. (4060); Atlantic Express of California, Inc. (5595); Atlantic Express of Illinois, Inc. (5759); Atlantic Express of LA, Inc. (1639); Atlantic Express of Missouri, Inc. (3116); Atlantic Express of New Jersey, Inc. (8504); Atlantic Express of Pennsylvania, Inc. (0330); Atlantic Express Transportation Corp. (4567); Atlantic Queens Bus Corp. (0276); Atlantic Paratrans of NYC, Inc. (1114); Atlantic Paratrans, Inc. (3789); Atlantic Transit, Corp. (7142); Atlantic-Hudson, Inc. (5121); Block 7932, Inc. (3439); Brookfield Transit, Inc. (8247); Courtesy Bus Co., Inc. (5239); Fiore Bus Service, Inc. (1233); Groom Transportation, Inc. (7208); G.V.D. Leasing, Inc. (0595); James McCarty Limo Services, Inc. (8592); Jersey Business Land Co. Inc. (3850); K. Corr, Inc. (4233); Merit Transportation Corp. (8248); Metro Affiliates, Inc. (0142); Metropolitan Escort Service, Inc. (9197); Midway Leasing, Inc. (7793); R. Fiore Bus Service, Inc. (3609); Raybern Bus Service, Inc. (9412); Raybern Capital Corp. (6990); Raybern Equity Corp. (3830); Robert L. McCarthy & Son, Inc. (4617); Staten Island Bus, Inc. (6818); Temporary Transit Service, Inc. (0973); Atlantic Express of Upstate New York Inc. (1570); Transcomm, Inc. (4493); and Winsale, Inc. (2710). The Debtors' service address at Metro Affiliates, Inc.'s corporate headquarters is 7 North Street, Staten Island, NY 10302.

4. The requirements under section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rules 1005 and 2002 that the case caption in pleadings and notices include certain identifying information about the Debtors are waived, and the caption set forth herein, including the footnote listing the Debtors in these chapter 11 cases, the last four numbers of their respective Tax Identification Numbers and the address of Metro Affiliates, Inc.'s corporate headquarters, is approved.

5. A docket entry shall be made in each of the above-captioned cases other than that of Metro Affiliates, Inc. as follows:

An order has been entered in this case that has consolidated this case with that of Metro Affiliates, Inc., Case No. 13-13591 for procedural purposes only and providing for its joint administration in accordance with the terms thereof. All further pleadings and other papers shall be filed in, and all further docket entries shall be made in, Case No. 13-13591.

6. The Debtors or the Debtors' claims and noticing agent shall maintain one consolidated docket, and one consolidated service list to be updated and filed with the Court and made available to the Clerk of the United States Bankruptcy Court for the Southern District of New York.

7. The Debtors shall file a consolidated monthly operating report, but shall track disbursements on a debtor-by-debtor basis and shall list such disbursements on a debtor-by-debtor basis. The Debtors shall pay any fees due to the Office of the United States Trustee for Region 2 on a debtor-by-debtor basis.

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Debtors' chapter 11 cases.

9. Notwithstanding the possible applicability of Bankruptcy Rules 7062, 9014, or otherwise, this Order shall be immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

11. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

New York, New York

Date: _____, 2013

United States Bankruptcy Judge